

RECORD OF PROCEEDINGS

MINUTES OF A JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS OF

EBERT METROPOLITAN DISTRICT EBERT METROPOLITAN DISTRICT NOS. 1 AND 2 TOWN CENTER METROPOLITAN DISTRICT TOWN CENTER METROPOLITAN DISTRICT SUBDISTRICT NOS. 1, 2, 3, AND 4

HELD: Wednesday, the 11th day of April, 2018, at 8:00 a.m., at the City and County of Denver Green Valley Ranch Recreation Center, 4890 Argonne Way, Denver, Colorado

ATTENDANCE:

A joint regular meeting of the Boards of Directors of Ebert Metropolitan District, Ebert Metropolitan District Subdistrict Nos. 1 and 2, Town Center Metropolitan District and Town Center Metropolitan District Subdistrict Nos. 1 - 4, City and County of Denver, Colorado, was called as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Ebert Metropolitan District/Ebert Metropolitan District Subdistrict Nos. 1 & 2:

Charles P. Leder, President
Mikel P. Moore, Assistant Secretary
John S. Partilla, Assistant Secretary
Jerry Jacobs, Secretary/ Treasurer

Town Center Metropolitan District/Town Center Metropolitan Subdistrict Nos. 1 - 4:

Charles P. Leder, President
Donald Carpenter, Secretary/Treasurer
Brandon Wyszynski, Assistant Secretary
Steven W. Panter, Assistant Secretary

No members of the Ebert Board were absent. There is one vacancy on the Board.

No members of the Town Center Board were absent. There is one vacancy on the Board.

Also present were Charles D. Foster of Foster Consulting, Ltd, District Manager; Kevin Collins of CliftonLarsonAllen LLP, District Accountant; Tom George of Spencer Fane LLP, General Counsel; and various members of the public.

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CALL TO ORDER:

Director Leder noted that a quorum was present for the Boards of the Ebert Metropolitan District and Subdistricts and the Town Center Metropolitan District and Subdistricts for the purpose of conducting a regular meeting. The joint regular meeting of the Boards of Directors of the Ebert Metropolitan District and Subdistricts and Town Center Metropolitan District and Subdistricts was called to order.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

The Boards noted that general disclosure statements had been filed on behalf of certain members of the Boards of Directors with the Office of the Colorado Secretary of State and with the Secretary of the Districts. The Boards directed that said disclosures be incorporated herein. The Boards further noted that transactional disclosures had been filed with the office of the Colorado Secretary of State regarding agenda items for this meeting. Upon motion duly made, seconded and unanimously carried, the Boards directed that said disclosures be incorporated herein.

APPROVAL OF MINUTES:

The Ebert and Town Center Boards reviewed the draft minutes of the joint regular meeting of the Boards of Directors held on January 10, 2018. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the minutes, upon revisions to page 3 to state the correct date for today's meeting, and authorized the Secretary of each Board to sign the minutes as constituting true and correct records of the proceedings of the meeting.

FINANCIAL MATTERS:

- a. Financials – Ebert Metropolitan District, Town Center Metropolitan District, and Town Center Subdistricts Nos. 1 & 2. Mr. Collins presented and reviewed the financial reports for Ebert Metropolitan District, Town Center Metropolitan District, and Subdistricts Nos. 1 & 2. Following discussion the Board accepted all financial reports as of April 11, 2018 and financial statements dated December 31, 2017. Upon motion duly made, seconded and unanimously carried, the Board authorized and ratified the claims paid and payable for each District.

JOINT PUBLIC HEARING ON THE 2017 BUDGET AMENDMENTS: The Board opened the public hearing on the amendment to the 2017 General Fund for Town Center Metropolitan District, the amendment to the 2017 Conservation Trust Fund for Ebert Metropolitan District, and the amendment to the 2017 General Fund for the Town Center Metropolitan District Subdistrict No. 1. Mr. George noted that notice of the public hearing had been published in

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compliance with statute. The members of the public requested all contracts be posted on the District's website. Upon motion duly made, seconded and unanimously carried, the Board closed the public hearing.

- b. Town Center Metropolitan District 2017 General Fund Budget Amendment. Following discussion and upon motion duly made, seconded and unanimously carried, the Board adopted the resolution to amend the Town Center Metropolitan District 2017 General Fund from the adopted amount of \$2,210,000 to the amended amount of \$2,300,000.
- c. Ebert Metropolitan District 2017 Conservation Trust Fund Budget Amendment. Following discussion and upon motion duly made, seconded and unanimously carried, the Board adopted the resolution to amend the Ebert Metropolitan District 2017 Conservation Trust Fund from the adopted amount of \$61,000 to the amended amount of \$64,000.
- d. Town Center Metropolitan District Subdistrict No. 1 2017 General Fund Amendment. Following discussion and upon motion duly made, seconded and unanimously carried, the Board adopted the resolution to amend the Town Center Metropolitan District Subdistrict No. 1 2017 General Fund from the adopted amount of \$470,000 to the amended amount of \$490,000.

MAY 2018 ELECTION CANCELLATION:

The Board discussed the May 2018 election and introduced the new Board members, whose terms will begin in May of 2018. There are four(4) Board members elected to the Ebert Metropolitan District Board and two(2) Board members elected to the Town Center Metropolitan District Board.

Ebert Metropolitan District Board:

Christine M. Antolak 2018-2022

Jurgen Figenser 2018-2022

Gregory Hatcher 2018-2022

Sandra M. Hittman 2018-2020

Town Center Metropolitan District:

Brandon S. Wyszynski 2018-2022

Steven Panter 2018-2022

DIRECTOR ITEMS:

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- a. Meeting with Stacie Gilmore on February 26, 2018. The Board discussed the February 26th meeting with Stacie Gilmore. The purpose of this meeting was to try and improve communication.
- c. Introduction of Facilitator to Improve Board Communications with Residents. The Board introduced Steve as the new facilitator.
- d. Update on Website. The Board discussed the new, separate contract with MSI for the website, specifically in regards to improving the current website. MSI will need specifics, goals, processes, etc. for the website redesign and operation. RFP was mentioned as a request proposal for website design.

ATTORNEY'S ITEMS:

- a. Public Hearing for Inclusion of Property into TC Subdistrict No. 3. Mr. George presented a resolution regarding the inclusion of the Clayton Properties Group II, Inc. property, GVR Filing 39, into the Town Center Subdistrict No. 3. Following discussion and upon motion duly made, seconded and unanimously carried, the Board adopted the resolution.
- b. Public Hearing for Inclusion of Property into TC Subdistrict No. 4. Mr. George presented a resolution regarding the inclusion of the Clayton Properties Group II, Inc. property, GVR Filing 45, into the Town Center Subdistrict No. 4. Following discussion and upon motion duly made, seconded and unanimously carried, the Board adopted the resolution.

The Board then discussed a possible Intergovernmental Agreement between Town Center Metropolitan District Subdistricts 3 and 4, which would allow those residents in the private gated communities, impacted by these inclusions, to use the gate.

MANAGER'S ITEMS:

- a. Community Report. The Board reviewed and discussed the community report regarding Covenants, Architectural Controls, and various activities.
- b. Manager's Report. The Board reviewed and discussed the Manager's Report.

PUBLIC COMMENTS:

A resident said there were lots of financial documents available but he would like more detail. Mr. Collins explained each of the handouts and mentioned that the Conservation Trust Fund will be used for Americans with Disabilities [ADA] improvements at the Fairway Villas Club. There were questions on the WTS and MSI contracts and scope of services which were answered by

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the Directors and an MSI representative. A member of the public also raised a question on the debt and interest rate, which was answered by Mr. Collins. The Board of Directors then proceeded with a follow-up discussion.

ADJOURNMENT OF MEETING:

There being no further business to come before the Boards and upon motion duly made, seconded and unanimously carried, the meeting was adjourned. The Boards noted that the next joint regular meeting of the Boards is scheduled for 8:00 a.m. on Wednesday, July 11, 2018, at the City and County of Denver Green Valley Ranch Recreation Center, 4890 Argonne Way, Denver, Colorado.

The foregoing minutes constitutes a true and correct copy of the proceedings of the above-referenced meeting and were approved by the Boards of Directors of Ebert Metropolitan District, Ebert Metropolitan District Subdistrict Nos. 1 and 2, Town Center Metropolitan District, and Town Center Metropolitan District Subdistrict Nos. 1-4.

Secretary of the Ebert Metropolitan District

Secretary of the Town Center Metropolitan District